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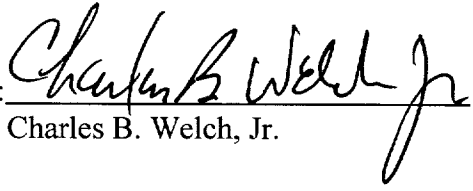
RE: BellSouth Telecommunications Entry into Long Distance
(INTERLATA) Service in Tennessee Pursuant to Section
271 of the Telecommunications Act of 1996
TRA Docket No. 97-00309

Dear Mr. Waddell:

Enclosed for filing, please find the original plus thirteen (13) copies of the Joint Motion to Quash and for a Protective Order or, in the Alternative, Motion for an Extension of Time to Respond as to the Consumer Advocate's First Discovery Requests filed on Behalf of Time Warner Communications of the Mid-South, L.P. and LCI International Telecom Corp., to be filed in the above referenced proceeding. Copies are being served on parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,
**FARRIS, MATHEWS,
BRANAN & HELLEN, P.L.C.**

By: 
Charles B. Welch, Jr.

CBWjr:lh
encs:
cc: Parties of Record
Carolyn M. Marek
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HAND DELIVERED
EXECUTIVE SECRETARY
OFFICE OF THE
REGULATORY AUTH.
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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: BellSouth Telecommunications, Inc.'s]	
Entry Into Long Distance (InterLATA)]	
Service in Tennessee Pursuant to Section 271]	DOCKET NO. 97-00309
of the Telecommunications Act of 1996]	

***JOINT MOTION TO QUASH AND FOR A PROTECTIVE ORDER
OR, IN THE ALTERNATIVE, MOTION FOR AN EXTENSION OF TIME
TO RESPOND AS TO THE CONSUMER ADVOCATE'S FIRST DISCOVERY
REQUESTS FILED ON BEHALF OF TIME WARNER COMMUNICATIONS
OF THE MID-SOUTH, L.P. AND LCI INTERNATIONAL TELECOM CORP.***

Time Warner Communications of the Mid-South, L.P. ("Time Warner") and LCI International Telecom Corp. ("LCI") (collectively "Movants"), file this Joint Motion to Quash the discovery requests filed by the Consumer Advocate and request that a Protective Order be entered to prevent any such discovery or, in the alternative, to request an extension of time to respond to the discovery requests, and in support thereof state as follows:

1. This proceeding was initiated in anticipation of an application by BellSouth Telecommunications, Inc. ("BellSouth") pursuant to Section 271 of the Federal Telecommunications Act of 1996 (the "Act") to gain approval for entry into the in-region long distance ("interLATA") market in the State of Tennessee. On December 12, 1997, BellSouth filed its notice of filing of application for approval to enter the in-region long distance market with the Federal Communications Commission ("FCC") and this proceeding is being conducted in compliance with 47 U.S.C. Section 271(d)(2)(B).

2. Movants are parties to this proceeding pursuant to previous orders of the Tennessee Regulatory Authority ("TRA") granting their petitions to intervene as

interested parties. Movants are participating in this proceeding as interested parties only, and have not petitioned for nor do they request any affirmative relief.

3. On March 6, 1998, the Consumer Advocate Division filed its First Set of Discovery Requests of the Movants with the TRA and mailed same to the parties via U.S. Mail. These requests were not received by the parties until Monday, March 9, 1998. According to the procedural schedule adopted by Order of the TRA on February 26, 1998, responses to the discovery requests are due on Friday, March 13, 1998.

4. Movants submit that written discovery should be limited to discovery requests propounded to BellSouth and that these Movants should not be subject to discovery since they did not initiate this proceeding and do not seek any affirmative relief. The information and materials requested by the Consumer Advocate Division represent, for the most part, evidence which may be offered by these Movants during the course of this proceeding through pre-filed testimony, affidavits, stipulation or comments. Movants have anticipated using this type evidence in this proceeding as they deem appropriate and in a manner relevant to their respective interests. Movants should be allowed to present their proof in the manner and in the fashion they may elect without the intervention of the Consumer Advocate, another intervening party. These parties may or may not submit pre-filed testimony and/or legal briefs pursuant to the procedural schedule and should be permitted to make this election as intervening parties, as time or resources will allow. Additionally, to permit intervening parties to conduct discovery of other intervening parties violates the spirit and intent of the Hearing Officer's Report and Recommendation and the TRA's Order approving same.

Surely, the intent of permitting discovery in this proceeding cannot be logically extended to require an intervening party to involuntarily expose confidential information concerning its business operations for the purpose of impacting BellSouth's future business plans.

5. Further, Movants submit that the discovery filed herein by the Consumer Advocate Division requests detailed confidential and proprietary information which has been the subject of countless hours of discussions and research both internally and between BellSouth and the Movant companies. In dealing with the subject matter relevant to the discovery requests, Movants have expended significant resources to assimilate and analyze data in an effort to produce reliable information critical to beginning, continuing and improving their operations. To date, much of the information requested is incomplete and the Movants are not in a posture to provide reasonable responses to the Consumer Advocate Division's discovery requests.

6. Due to the nature and extent of the discovery requests and the time allotted for responding to same, Movants contend that these requests are overly broad and unduly burdensome and, if required to respond, Movants may be forced to consider withdrawing from this proceeding.

WHEREFORE, PREMISES CONSIDERED, Movants pray that:

1. The TRA quash the discovery requests of the Consumer Advocate Division propounded to the Movants and enter a Protective Order prohibiting any such discovery from being exchanged between these intervening parties; or

2. In the alternative, extend the period of time for Movants to respond to the

discovery requests for thirty (30) additional days; and

3. Movants be granted any and all other general relief to which they might be entitled under the premises.

Respectfully submitted,
**FARRIS, MATHEWS,
BRANAN & HELLEN, P.L.C.**

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CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing to: Consumer Advocate, L. Vincent Williams, 2nd Floor, Cordell Hull Bldg., 425 Fifth Avenue North, Nashville, TN 37243 and all other parties of record attached hereto, by depositing copy of same in the U.S. Mail, postage prepaid, this the 13th day of March, 1998.

Charles B. Welch Jr.
Charles B. Welch, Jr.

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